

**AGENDA**  
**CORPORATIONS COMMITTEE**

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**LOS ANGELES AIRPORT MARRIOTT**  
5855 WEST CENTURY BLVD.

Friday, December 7, 2007  
9:30 a.m. to 12:30 p.m.

**I. ADMINISTRATIVE MATTERS [15 MIN.]**

1. Opening remarks and announcements: Mathews
2. Introduction of New Members: Mathews
3. Approval of Minutes: Sostrin

**II. AGENCY AND LIAISONS' REPORTS [20 MIN.]**

1. Securities and Exchange Commission: Tyson
2. Department of Corporations: Monahan
3. Secretary of State: Vlaanderen
4. Office of Governmental Affairs: Bercovitch
5. BLS Committee liaison reports
  - ADR: Harmon
  - Cyberspace Law: Thompson
  - Financial Institutions: Occhiolini
  - Non-Profit Corporations: Hartlin
  - Partnerships and LLCs: Flanagan
  - UCC: Ortmeyer
  - Agribusiness: Wood
  - Insolvency: Serepca
  - Executive Committee: Hazen

**III. SUBCOMMITTEE REPORTS [90 MIN.]**

1. Legislation: Britt
  - ALP re: Code 1501 to facilitate e-proxies: Flanagan/Mathews
  - Potential ALP re: 301.5 and 25219: Hernand
  - Potential ALP re: Close Corporations: Wood/Serepca/Harmon/Froch

- Potential ALP re: Householding: Mathews/Britt
  - Potential ALP re: Spousal Consent: Crandall/Harmon
  - Potential ALP re: Section 1101: Dibble
  - Legislation Update: Britt
  - SB 1007: Britt
2. Communications/Website: Deibert
- Hummingbird Collaboration Site:
    - Schedule Training Session
    - Organization of Materials
  - Website Committee: Deibert/Wood/Harmon/Ortmeyer/Occhiolini
    - Updated Roster and Meeting Schedule
  - E-bulletin Topics: Deibert/Ortmeyer/Hernand
    - Misleading Minute Service: Sorensen
    - E-Proxy ALP: Flanagan
    - Comment Letters to Department of Corporations
    - S. 186 Comment Letter on Attorney-Client Privilege
    - Other Topics
3. Education/Publications: Dibble
- Education Subcommittee: Dibble/Burt/Flanagan
  - Webinars
  - Annual Meeting Program Topics (due 1/24/08)
  - Other Program Topics
  - Publications/BLN Article (due 11/15/07): Hong/Dibble
  - BLN Legislative Review Article (due 1/15/08): Sorenson
4. Corporate Law Departments Report: Ortmeyer
5. Litigation: Ortmeyer

#### **IV. ONGOING PROJECTS [30 MIN.]**

1. Section 2115 Project: Britt/Serepca/Flanagan/Deming
2. Business Entity Name Issues: Thompson/Mathews
3. Comment Letters to Department of Corporations Regarding Proposed Regulations on Investment Advisors: Wood/Deibert/Ortmeyer

#### 4. Privilege Issues

- ABA Task Force on Attorney-Client Privilege: Selection of New Liaison
- Comment Letter on S. 186: Wood
- Office of Rural Legal Assistance: Deibert

#### **V. NEW BUSINESS [10 MIN.]**

- North Dakota Publicly Traded Corporations Act: Wood
- Process for getting BLS and Board of Governors approval: Delfino